

Date: July 6, 2016

To: Honorable Chairman Jean Monestime
and Members, Board of County Commissioners

From: Carlos A. Gimenez
Mayor

Agenda Item No. 10(A)(3)

Resolution No. R-649-16

Subject: Resolution Approving Issuance of Industrial Development Revenue Bonds for ASPIRA of Florida, Inc. Project by Miami-Dade County Industrial Development Authority

Recommendation

The accompanying resolution is being placed before the Board of County Commissioners (Board) at the request of the Miami-Dade County Industrial Development Authority (IDA). This item approves the issuance of Industrial Development Revenue Bonds (Bonds) by the IDA for ASPIRA of Florida, Inc. in a principal amount not to exceed \$25,500,000.

Details of the project are included in the accompanying memorandum and exhibits from Roberto Pelaez, Chairman of the IDA.

Scope

The projects are located at:

- 13300 Memorial Highway, in North Miami, Florida, in Commission District 2 represented by Chairman Jean Monestime;
- 13330 SW 288 Street, in Homestead, Florida, in Commission District 9 represented by Commissioner Dennis C. Moss; and
- 1 NE 19 Street, in Miami, Florida, in Commission District 3 represented by Commissioner Audrey M. Edmonson.

Fiscal Impact/Funding Source

Neither the IDA nor Miami-Dade County has any liability with respect to the repayment of the Bonds.

Track Record

Issuance of the Bonds will be conducted and monitored by James D. Wagner Jr., Executive Director of the IDA.

Background

The Tax Equity and Fiscal Responsibility Act (TEFRA) requires that the Board approve the issuance of Bonds by the IDA after a public hearing has been held either by the IDA or the Board. For efficiency, the Board has allowed the IDA to conduct the public hearing subject to review and ratification by the Board.

Attachments


Edward Marquez
Deputy Mayor



MEMORANDUM
(Revised)

TO: Honorable Chairman Jean Monestime
and Members, Board of County Commissioners

DATE: July 6, 2016

FROM: Abigail Price-Williams
County Attorney

SUBJECT: Agenda Item No. 10(A)(3)

Please note any items checked.

- "3-Day Rule" for committees applicable if raised
- 6 weeks required between first reading and public hearing
- 4 weeks notification to municipal officials required prior to public hearing
- Decreases revenues or increases expenditures without balancing budget
- Budget required
- Statement of fiscal impact required
- Statement of social equity required
- Ordinance creating a new board requires detailed County Mayor's report for public hearing
- No committee review
- Applicable legislation requires more than a majority vote (i.e., 2/3's ____, 3/5's ____, unanimous ____) to approve
- Current information regarding funding source, index code and available balance, and available capacity (if debt is contemplated) required

Approved _____ Mayor
Veto _____
Override _____

Agenda Item No. 10(A)(3)
7-6-16

RESOLUTION NO. R-649-16

RESOLUTION APPROVING THE ISSUANCE OF MIAMI-DADE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY INDUSTRIAL DEVELOPMENT REVENUE BONDS IN AN AMOUNT NOT TO EXCEED \$25,500,000.00 TO REFINANCE EXISTING DEBT AND TO FINANCE CAPITAL PROJECTS FOR THE BENEFIT OF CHARTER SCHOOLS OPERATED BY ASPIRA OF FLORIDA, INC. FOR PURPOSES OF AND PURSUANT TO SECTION 147(F) OF INTERNAL REVENUE CODE OF 1986, AS AMENDED

WHEREAS, ASPIRA of Florida, Inc., a 501(c)(3) Florida not-for-profit corporation (the "Corporation"), has requested the Miami-Dade County Industrial Development Authority (the "Authority") issue not exceeding \$25,500,000.00 of its Industrial Development Revenue Bonds (ASPIRA of Florida, Inc. Project), in one or more series (the "Bonds"); and

WHEREAS, the proceeds of the Bonds will be used, together with funds provided by the Corporation, or any subsidiaries or related organizations, including but not limited to ASPIRA Support Organization, Inc. and/or ASPIRA Properties, Inc. (collectively, the "Borrower"), to refinance existing indebtedness, the proceeds of which was used by the Borrower to: (i) expand and improve the school facilities for ASPIRA Raul Arnaldo Martinez Charter School ("ASPIRA RAM"), located at 13300 Memorial Highway in North Miami, Florida; (ii) build and expand the school facilities for ASPIRA Leadership and College Preparatory Academy ("ASPIRA LCPA"), located at 13330 SW 288th Street in Leisure City, Florida; and (iii) purchase and improve the school facilities for ASPIRA Arts Design Communication Charter School ("ASPIRA Arts Deco"), the campus of which is currently being relocated to 50 NE 19th Terrace and 61 NE 19th Street, Miami, Florida (known as Lots 19, 20 and 21, in Block 2, San Jose, as recorded in Plat Book 3, at Page 158

of the Public Records of Miami-Dade County, Florida and 1911 NE Miami Court) ((i) - (iii) collectively, the "Refinanced Projects"); and

WHEREAS, proceeds of the Bonds will also be used, together with funds provided by the Borrower, to: (i) finance or refinance technology upgrades and new equipment at the ASPIRA RAM, ASPIRA LCPA and ASPIRA Arts Deco locations; (ii) finance or refinance completion of third floor improvements at the ASPIRA Arts Deco location; (iii) finance or refinance the acquisition of four parcels at 76 NE 19th Terrace, 66 NE 19th Terrace, 60 NE 19th Terrace and 61 NE 19th Street, Miami, Florida 33132, which parcels are adjacent to the campus of the ASPIRA Arts Deco school (the "Additional Parking Location") and the demolition of existing structures and construction of parking facilities on the Additional Parking Location ((i) – (iii), collectively, the "New Projects"); (iv) fund a debt service reserve fund; and (v) pay certain bond issuance costs; and

WHEREAS, proceeds of the Bonds will also be used to purchase the leveraged loan put in place as part of a new markets tax credit transaction, the proceeds of which financed the ASPIRA Arts Deco charter school facilities (the "New Markets Loan Project" and collectively with the Refinanced Projects and the New Projects, the "Project"); and

WHEREAS, the Authority intends to issue the Bonds subject to approval by the Board of County Commissioners of Miami-Dade County, Florida (the "Board") and final approval by the Authority of the financing documents for the Project, which is more particularly described in the report prepared by the Executive Director of the Authority (a copy of which is attached hereto as Exhibit A); and

WHEREAS, on Tuesday, May 31, 2016, the hearing officer for the Authority held a public hearing, notice of which was published on Tuesday, May 17, 2016 in *The Miami Herald* (a copy of which notice is attached hereto as Exhibit B), for the purpose of giving all interested persons an opportunity to express their views in connection with the issuance of the Bonds, as required by Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”) and as evidenced in the attached Exhibit C, such public hearing disclosed no reason why the Bonds should not be issued; and

WHEREAS, since the Bonds will inure to the benefit of the citizens of Miami-Dade County, this Board desires to approve the issuance of the Bonds for the purpose of complying with Section 147(f) of the Code,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, that:

Section 1. The issuance of Industrial Development Revenue Bonds of the Miami-Dade County Industrial Development Authority in an aggregate principal amount not to exceed \$25,500,000 in one or more series for the purpose of financing and refinancing the Project, as previously described, is approved.

Section 2. The Bonds and the interest on the Bonds shall not constitute a debt, liability or general obligation of the Authority, the County or of the State of Florida or of any political subdivision thereof, but shall be payable solely from the revenues or other moneys specifically provided by the Borrower for the payment of the Bonds and neither the faith and credit nor any taxing power of the Authority, the County or of the State of Florida or of any political subdivision thereof is pledged to the payment of the principal or interest on the Bonds.

The foregoing resolution was offered by Commissioner **Dennis C. Moss**, who moved its adoption. The motion was seconded by Commissioner **Rebeca Sosa** and upon being put to a vote, the vote was as follows:

| | | | |
|-------------------------------------|------------|----------------------|------------|
| Jean Monestime, Chairman | aye | | |
| Esteban L. Bovo, Jr., Vice Chairman | aye | | |
| Bruno A. Barreiro | aye | Daniella Levine Cava | aye |
| Jose "Pepe" Diaz | aye | Audrey M. Edmonson | aye |
| Sally A. Heyman | aye | Barbara J. Jordan | aye |
| Dennis C. Moss | aye | Rebeca Sosa | aye |
| Sen. Javier D. Souto | aye | Xavier L. Suarez | aye |
| Juan C. Zapata | aye | | |

The Chairperson thereupon declared the resolution duly passed and adopted this 6th day of July, 2016. This resolution shall become effective upon the earlier of (1) 10 days after the date of its adoption unless vetoed by the County Mayor, and if vetoed, shall become effective only upon an override by this Board, or (2) approval by the County Mayor of this Resolution and the filing of this approval with the Clerk of the Board.



MIAMI-DADE COUNTY, FLORIDA
BY ITS BOARD OF
COUNTY COMMISSIONERS

HARVEY RUVIN, CLERK

By: **Christopher Agrippa**
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency.

Juliette R. Antoine

Memorandum



Date: July 6, 2016

To: Honorable Chairman Jean Monestime,
and Members, Board of County Commissioners

From: Roberto Pelaez, Chairman
Miami-Dade County
Industrial Development Authority

Subject: Resolution approving issuance of Industrial Development Revenue Bonds for
ASPIRA of Florida, Inc. project

RECOMMENDATION:

It is recommended the Board approve the issuance of the Authority's Industrial Development Revenue Bonds for the ASPIRA of Florida, Inc. project, as detailed in the attached reports.

BACKGROUND:

Review and analysis of the project has been completed by the Authority, County Attorney's Office, and Bond Counsel. The Authority has conducted the federally required public hearing, as detailed in the attached public hearing transcript.

ASPIRA of Florida, Inc., a 501(c)(3) not-for-profit Florida corporation, has applied for Industrial Development Revenue Bond financing assistance in a maximum principal amount not to exceed \$25,500,000. The bond issue proceeds will be used, together with other funds, to refinance certain existing indebtedness, the proceeds of which were used to: purchase and build the school facilities for ASPIRA RAM; purchase, renovate and expand the school facilities for ASPIRA LCPA; and purchase and build the school facilities for ASPIRA Arts Deco. The proceeds of the Series 2016 Bonds will also be used, together with other funds, to: finance or refinance technology upgrades and new equipment at the three (3) ASPIRA Locations; finance or refinance completion of third floor improvements at the ASPIRA Arts Deco location; finance or refinance the acquisition of four parcels located adjacent to the campus of the ASPIRA Arts Deco school at 76 NE 19th Terrace, 66 NE 19th Terrace, 60 NE 19th Terrace and 61 NE 19th Street, Wynwood, Florida, the demolition of existing structures and construction of additional parking facilities; fund a debt service reserve fund; and pay certain bond issuance costs. Additionally, the proceeds of the Series 2016 Bonds will be used to purchase the leveraged loan put in place as part of a new markets tax credit transaction, the proceeds of which financed the ASPIRA Arts Deco charter school facilities. ASPIRA of Florida, Inc. reports it currently operates three (3) charter schools and employs approximately 181 individuals agency-wide with 128 individuals in its charter schools. Completion of ASPIRA's proposed project will provide approximate 20 new job opportunities.

ASPIRA OF FLORIDA, INC.

THE CORPORATION

ASPIRA of Florida, Inc., a Florida non-profit corporation ("ASPIRA") is a 501(c)(3) tax-exempt organization located at 6100 Blue Lagoon Drive, Miami, Florida. Founded in 1981, the mission of ASPIRA is to foster the social advancement of underserved communities by empowering minority youth in their pursuit of educational excellence and providing unmatched leadership development programs that emphasize a commitment to the community.

ASPIRA's mission is accomplished through educational services and three (3) programming components: (a) Charter Schools – ASPIRA charter schools are environments creating an educational setting that produces positive outcomes by raising and improving FSA scores, student achievement, school attendance, student behavior, and promoting parental involvement for students and their families; (b) Youth Leadership Development Outreach is a flagship Dropout Prevention Program, utilizing the ASPIRA Club System to identify, recruit and deliver services; and (c) Night School – the ASPIRA Night School currently operates only at ASPIRA LCPA and centers on Family Literacy, ESOL, Civics Education GED preparation and Adult Basic Education (ABE).

ASPIRA currently owns and operates a community of three charter schools within high-need neighborhoods in Miami-Dade County, serving students from Kindergarten through 8th grade including:

1. **ASPIRA Raul Arnaldo Martinez Charter School** ("ASPIRA RAM") is located at 13300 Memorial Highway, in North Miami, Florida ("ASPIRA North Facility"), in a socio-economic disadvantaged community where 33.7% of the children live below the poverty line (citydata.com). ASPIRA RAM serves approximately 559 students from 6th–8th grade. This school is also a Title I school where 98% of its student body receives free and/or reduced lunch. The school facility is seven years old, has three stories and its interior is being retrofitted for a new media center.
2. **ASPIRA Leadership and College Preparatory Academy** ("ASPIRA LCPA") is located at 13330 S.W. 288th Street, in Leisure City, Florida ("ASPIRA South Facility"), in a low-income community where 50.2% of the children live below the poverty level (city-data.com). Currently, ASPIRA LCPA has 344 students enrolled from K-8th grade as the school has introduced its elementary component during the 2014/2015 school year. ASPIRA LCPA is a Title I school with 92% of its student body receiving free and/or reduced lunch. ASPIRA LCPA sits on 4 acres of land and is in the second phase of its expansion. The 6th–8th grade is arranged by two separate buildings, both two stories and adjoined together by an outdoor corridor.
3. **ASPIRA Arts Design Communication Charter School** ("ASPIRA ARTS DECO") is located at 1 N.E. 19th Street in Wynwood, Florida where 46.4% of the community lives below the poverty level (city-data.com). At present time, the student enrollment is 410 students from 6th-8th grade. ASPIRA ARTS DECO is a Title I school with 96% of its student body receiving free and/or reduced lunch. Currently, ASPIRA is building a new three-story, 36,000 square foot facility that will open for the 2016/2017 school year ("ASPIRA Wynwood Facility"). The new facility is located across the street from the current campus at 50 NE 19 Terrace and 61 NE 19 Street, Miami,

Florida. The charter school's contractual agreement is for 750 students but currently ASPIRA ARTS DECO's enrollment stands at 410 students due to capacity constraints. The new facility will allow for increased enrollment.

Each school operates under a charter of the sponsoring school district, the Miami-Dade County School Board (the "School Board"). The ASPIRA RAM charter was initially approved on June 24, 1999, has been renewed twice, is effective until June 30, 2017 and will begin the renewal process later this year. The ASPIRA LCPA charter was initially approved on May 18, 2000, has been renewed three times, and is effective until June 30, 2020. The ASPIRA ARTS DECO charter was initially approved on April 14, 2001, has been renewed twice, is effective until June 30, 2016 and is currently in the renewal process. All three charters are subject to renewal in five-year increments by mutual written agreement between the Schools and the School Board. ASPIRA believes that all three charters are in good standing with the School Board and will continue to be renewed as they come up for review.

THE PROJECT

ASPIRA of Florida, Inc. is requesting Industrial Development Revenue Bond financing assistance in an amount not to exceed \$25,500,000 to facilitate the refinancing, equipping and upgrading of its three (3) charter schools, as well as the acquisition of land adjacent to its Wynwood facility to provide additional parking.

Elements of the proposed project include:

1. ASPIRA North Facility (ASPIRA RAM): ----- \$ 7,000,000
 - Refinance loan used to expand facility: ----- \$6,500,000
 - Technology upgrades and new equipment: ----- \$ 500,000

2. ASPIRA South Facility (ASPIRA LCPA): ----- \$ 4,500,000
 - Refinance loan used to build and expand facility: ----- \$4,000,000
 - Technology upgrades and new equipment: ----- \$ 500,000

3. ASPIRA Wynwood Facility (ASPIRA ARTS DECO): ----- \$10,750,000
 - Refinance loan used to purchase and improve facility: ----- \$6,000,000
 - Acquisition of 4 land parcels approximating 14,000 sq. ft. located adjacent to existing Wynwood facility, demolition of existing structures and construction of parking lot ----- \$3,500,000
 - Completion of 3rd floor improvements: ----- \$ 750,000
 - Technology upgrades and new equipment: ----- \$ 500,000

FINANCIAL SUFFICIENCY

ASPIRA of Florida, Inc. has provided audited financial statements for the fiscal years ended June 30, 2015, 2014 and 2013, as well as interim financial statements for the 6 month period ending December 31, 2015.

A review of the submitted financial and related information indicates:

| <u>SOURCE OF FUNDS</u> | | <u>USE OF FUNDS</u> | |
|------------------------|----------------------------|--|----------------------------|
| Bond Issue Proceeds* | \$25,500,000 | ASPIRA North – Refinance loan/improvements/equipment | \$ 7,000,000 |
| | | ASPIRA South - Refinance loan/improvements/equipment | 4,500,000 |
| | | ASPIRA Wynwood - Refinance loan/improvements/equipment | 7,250,000 |
| | | Acquisition of land/demolition/construction of parking lot | 3,500,000 |
| | | Line of Credit payoff | 600,000 |
| | | Debt Service Reserve Fund | 1,400,000 |
| | | Underwriter’s Fee | 450,000 |
| | | Bond Issuance Expenses | 600,000 |
| | | Contingency Reserve | 200,000 |
| TOTAL | <u>\$25,500,000</u> | TOTAL | <u>\$25,500,000</u> |

** Any costs related to the bond issue and development of the project which cannot be paid out of bond proceeds will be borne by school.*

Information relative to the proposed financial structure includes:

- Financial Structure: Corporate Debt.
- Security: Pledge of all lease payments/rents and revenues from the schools as well as fee simple and/or leasehold mortgages on all assets financed with bond proceeds.
- Marketing: Limited public offering to qualified institutional buyers and accredited investors.

LEGAL

Under the 1986 Tax Act, facilities for 501(c)(3) corporations remain eligible for financing with tax-exempt Industrial Development Revenue Bonds provided that the project is part of the corporation's normal course of business. Bonds issued for the benefit of a 501(c)(3) corporation are also exempt from the requirement of being included under the state bond volume cap.

ECONOMIC IMPACT

ASPIRA of Florida, Inc. reports it currently operates three charter schools and employs 181 individuals agency-wide with 128 individuals in its charter schools. Completion of ASPIRA's proposed project will provide approximate 20 new job opportunities and enable each school to better meet the needs of its student population now and in the future as well as maintain existing jobs. Additional economic benefits include added support to the local construction industry.



MIAMI-DADE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY TEFRA/PUBLIC HEARING

The Miami-Dade County Industrial Development Authority (the "Authority") has been requested to issue its Industrial Development Revenue Bonds for the following capital projects:

ASPIRA of Florida, Inc., Series 2016, in an aggregate principal amount not to exceed \$25,000,000, in one or more series (the "Series 2016 Bonds").

ASPIRA of Florida, Inc., a 501(c)(3) Florida not-for-profit corporation ("ASPIRA"), owns and operates three charter schools. ASPIRA owns and operates the (i) ASPIRA Raul Arnaldo Martinez Charter School ("ASPIRA RAM"), located at 13300 Memorial Highway in North Miami, Florida; and (ii) ASPIRA Leadership and College Preparatory Academy ("ASPIRA LCPA"), located at 13330 SW 268th Street in Leisure City, Florida. ASPIRA is a tenant and operates a charter school known as the ASPIRA Arts Design Communication Charter School ("ASPIRA Arts Deco"), the campus of which is currently being relocated to 60 NE 19th Terrace and 61 NE 19th Street, Miami, Florida (known as lots 19, 20 and 21, in Block 2, San Jose, as recorded in Plat Book 3, at Page 158 of the Public Records of Miami-Dade County, Florida and 1311 NE Miami Court). Collectively, these three locations are referred to as the "ASPIRA Locations."

The proceeds of the Series 2016 Bonds will be used, together with other funds, to refinance certain existing indebtedness, the proceeds of which were used to: (i) purchase and build the school facilities for ASPIRA RAM; (ii) purchase, renovate and expand the school facilities for ASPIRA LCPA; and (iii) purchase and build the school facilities for ASPIRA Arts Deco (i) - (iii) collectively, the "Refinanced Projects".

The proceeds of the Series 2016 Bonds will also be used, together with other funds, to: (i) finance or refinance technology upgrades and new equipment at the ASPIRA Locations; (ii) finance or refinance completion of third floor improvements at the ASPIRA Arts Deco location; (iii) finance or refinance the acquisition of four parcels at 78 NE 19th Terrace, 56 NE 19th Terrace, 60 NE 19th Terrace and 61 NE 19th Street, Miami, Florida 33132, which parcels are adjacent to the campus of the ASPIRA Arts Deco school (the "Additional Parking Location") and the demolition of existing structures and construction of parking facilities on the Additional Parking Location (i) - (iii), collectively, the "New Projects"; (iv) fund a debt service reserve fund; and (v) pay certain bond issuance costs.

Additionally, the proceeds of the Series 2016 Bonds will be used to purchase the leveraged loan put in place as part of a new markets tax credit transaction, the proceeds of which financed the ASPIRA Arts Deco charter school facilities (the "New Markets Loan Project," and collectively with the Refinanced Projects and the New Projects, the "Project").

ASPIRA, or any subsidiaries or related organizations, including but not limited to ASPIRA Support Organization, Inc. and/or ASPIRA Properties, Inc., will be the borrower or co-borrowers (collectively, the "Borrower") under the proposed structure for the Series 2016 Bonds. The Project will be owned or operated by such Borrower.

South Florida Autism Charter Schools, Inc., a Florida not for profit corporation, and/or one or more related and/or affiliated entities (collectively, the "Company"), to issue its revenue bonds, in one or more tax-exempt or taxable series, in an aggregate principal amount not to exceed \$10,950,000 (the "Bonds"), the proceeds of which will be loaned to the Company in order to (i) finance all or a part of the costs of the acquisition, construction and equipping of a new school and autism center facility containing approximately 89,230 square feet (the "New Project") to be located on a five-acre site at the northeast corner of West 38th Avenue (NW 39th Avenue) and West 108th Street (NW 102nd Street) in the City of Hialeah, Florida (the "Site"), (ii) refinance an existing loan, the proceeds of which were used to acquire the Site (the "Refinanced Project") and, together with the New Project, the "Project"; (iii) fund a debt service reserve fund for the Bonds; and (iv) pay certain costs of issuance relating to the Bonds. The Project will be owned and operated by the Company.

The Bonds shall not be a debt, liability or obligation of the Authority nor of Miami-Dade County, Florida, nor of the State of Florida, nor of any political subdivision thereof, but shall be payable solely from payments to be made by the Borrower derived from the Borrower through its charter school operations or the security instruments pledged into in connection with the Series 2016 Bonds.

Please take note that the Executive Director of the Authority (as its hearing officer) will hold a public hearing as required by Section 1471(f) of the Internal Revenue Code of 1986, as amended, on the nature and location of these Projects and any associated issues regarding the issuance of the Bonds, at the Brickell City Tower, 80 SW 8th Street, Suite 2601, Miami, Florida, on Tuesday, May 31, 2016 commencing at 11:00 a.m. or shortly thereafter, at which time any person may be heard. The Authority will submit a transcript of the statements made at the hearing to the Board of County Commissioners, Miami-Dade County, Florida, which must approve or disapprove the issuance of the Bonds.

In accordance with the American Disabilities Act, persons needing a special accommodation to participate in this proceeding should contact the Executive Director of the Authority no later than seven days prior to the proceeding at the address given above.

MIAMI-DADE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

TRANSCRIPT OF PUBLIC HEARING

TUESDAY, MAY 31, 2016

At 11:00 a.m., the Executive Director of the Miami-Dade County Industrial Development Authority announced that the Authority would proceed to hold a public hearing on the issuance of Industrial Development Revenue Bonds. The following is a substantially verbatim account of the proceedings of this hearing.

The following persons were present:

| | | |
|--|---|---|
| James D. Wagner Jr. <i>Executive Director</i> | Miami-Dade County Industrial Development Authority | 80 SW 8 th Street, Ste. 2801 Miami, Florida 33130 |
| Amanda Llovet <i>Chief Financial Officer</i> | Miami-Dade County Industrial Development Authority | 80 SW 8 th Street, Ste. 2801 Miami, Florida 33130 |
| Cynthia Castillo <i>Assistant to Executive Director</i> | Miami-Dade County Industrial Development Authority | 80 SW 8 th Street, Ste. 2801 Miami, Florida 33130 |
| Glenn Pierce <i>Board Chair</i> | South Florida Autism Charter Schools, Inc. | 18305 NW 75 th Place Hialeah, Florida 33015 |

Executive Director

We will now conduct the public hearing on the proposed issuance of Industrial Development Revenue Bonds for the capital projects located in Miami-Dade County.

This public hearing is being conducted pursuant to requirements of the Federal Tax Equity and Fiscal Responsibility Act of 1982. The Act requires that in order for the interest on Industrial Development Revenue Bonds to be exempt from Federal Income Tax, such proposed bonds must be approved by either a voter referendum or by an applicable elected legislative body after a public hearing following reasonable public notice.

We have received a copy of a notice advising that the Industrial Development Authority will hold a public hearing on the proposed issuance of Industrial Development Revenue Bonds to finance all or a portion of the capital costs associated with the projects mentioned in that notice. The notice appeared in The Miami Herald on Tuesday, May 17, 2016, page 5A.

We will now commence the public hearing. The hearing will be conducted in the following format: First, a brief synopsis of the proposed bonds and the project will be provided. Second, testimony from anyone desiring to speak will be heard. Anyone wishing to speak should give their name and address for the record.

The first project for consideration is an Industrial Development Revenue Bond issue for ASPIRA of Florida Inc. project, in one or more series, in an aggregate principal amount not to exceed \$25,500,000. ASPIRA of Florida, Inc., a 501(c)(3) Florida not-for-profit corporation ("ASPIRA"), owns and operates three charter schools. ASPIRA owns and operates the ASPIRA Raul Arnaldo Martinez Charter School ("ASPIRA RAM"), located at 13300 Memorial Highway in North Miami, Florida; and ASPIRA Leadership and College Preparatory Academy ("ASPIRA LCPA"), located at 13330 SW 288th Street in Leisure City, Florida. ASPIRA is a tenant and operates a charter school known as the ASPIRA Arts Design Communication Charter School ("ASPIRA Arts Deco"), the campus of which is currently being relocated to 50 NE 19th Terrace and 61 NE 19th Street, Miami, Florida (known as Lots 19, 20 and 21, in Block 2, San Jose, as recorded in Plat Book 3, at Page 158 of the Public Records of Miami-Dade County, Florida, and 1911 NE Miami Court). Collectively, these three locations are referred to as the "ASPIRA Locations."

The proceeds of the Series 2016 Bonds will be used, together with other funds, to refinance certain existing indebtedness, the proceeds of which were used to: purchase and build the school facilities for ASPIRA RAM; purchase, renovate and expand the school facilities for ASPIRA LCPA; and purchase and build the school facilities for ASPIRA Arts Deco collectively, the "Refinanced Projects". The proceeds of the Series 2016 Bonds will also be used, together with other funds, to: finance or refinance technology upgrades and new equipment at the ASPIRA Locations; finance or refinance completion of third floor improvements at the ASPIRA Arts Deco location; finance or refinance the

acquisition of four parcels at 76 NE 19th Terrace, 66 NE 19th Terrace, 60 NE 19th Terrace and 61 NE 19th Street, Miami, Florida 33132, which parcels are adjacent to the campus of the ASPIRA Arts Deco school (the "Additional Parking Location") and the demolition of existing structures and construction of parking facilities on the Additional Parking Location, collectively, the "New Projects"); fund a debt service reserve fund; and pay certain bond issuance costs.

Additionally, the proceeds of the Series 2016 Bonds will be used to purchase the leveraged loan put in place as part of a new markets tax credit transaction, the proceeds of which financed the ASPIRA Arts Deco charter school facilities (the "New Markets Loan Project," and collectively with the Refinanced Projects and the New Projects, the "Project").

ASPIRA, or any subsidiaries or related organizations, including but not limited to ASPIRA Support Organization, Inc. and/or ASPIRA Properties, Inc., will be the borrower or co-borrowers (collectively, the "Borrower") under the proposed structure for the Series 2016 Bonds. The Project will be owned or operated by such Borrower.

Executive Director

Action taken by the Authority to date includes a review of the project in accordance with Authority Guidelines and Procedures and the adoption of a Memorandum of Agreement which specifies the terms of the proposed bond issue.

Testimony will now be heard by anyone desiring to speak.

Let the record reflect that no one is in attendance desiring to comment on the project.

Executive Director

The second project for consideration is an Industrial Development Revenue Bond issue for South Florida Autism Charter Schools, Inc. project, in one or more tax-exempt or taxable series, in an aggregate principal amount not to exceed \$16,950,000. The bond proceeds will be loaned to the Company in order to finance all or a part of the costs of the acquisition, construction and equipping of a new school and autism center facility containing approximately 89,230 square feet (the "New Project") to be located on a five-acre site at the northeast corner of West 38th Avenue (NW 99th Avenue) and West 108th Street (NW 162nd Street) in the City of Hialeah, Florida (the "Site"), refinance an existing loan, the proceeds of which were used to acquire the Site (the "Refinanced Project" and, together with the New Project, the "Project"), fund a debt service reserve fund for the Bonds, and pay certain costs of issuance relating to the Bonds. The Project will be owned and operated by the Company.

Executive Director

Action taken by the Authority to date includes a review of the project in accordance with Authority Guidelines and Procedures and the adoption of a Memorandum of Agreement which specifies the terms of the proposed bond issue.

Testimony will now be heard by anyone desiring to speak.

Executive Director Let the record reflect that Mr. Glenn Pierce, is in attendance representing South Florida Autism Charter Schools, Inc. Mr. Pierce, is there anything you would like to add?

Mr. Glenn Pierce Not at this time.

Executive Director This concludes the public hearing scheduled for today. These projects, together with a transcript of today's public hearing, will be forwarded to the Miami-Dade County Board of County Commissioners at a regular meeting, at which time the Commission will approve or disapprove the proposed issuance of Bonds by the Miami-Dade County Industrial Development Authority.